

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

|   |   |                         |
|---|---|-------------------------|
| In re:                                  | ) | Chapter 11              |
|   | ) |                         |
| W. R. GRACE & CO., et al., <sup>1</sup> | ) | Case No. 01-01139 (KJC) |
|   | ) | (Jointly Administered)  |
| Reorganized Debtors.                    | ) |                         |
|   | ) |                         |
|   | ) |                         |

---

**AMENDMENTS TO SCHEDULES “E” OF LIABILITIES OF  
W. R. GRACE & CO. (CASE NO. 01-01139-KJC)**

---

W. R. Grace & Co., a Delaware Corporation, hereby amends its “*Schedule E – Creditors Holding Unsecured Priority Claims*” (the “Schedules”) as originally filed on June 1, 2001. The amendments are attached hereto as Exhibit A (the “Amendments”).

While every effort has been made to prepare complete and accurate Amendments, errors may have occurred. The Reorganized Debtor reserves fully its right to amend the Schedules and to challenge the amount and classification of each and every claim or item listed herein.

Please take notice that any party whose interest are affected by the Amendments and who disagrees with the amount and/or classification of liability set forth in the Amendments as outlined above (or attached) may file a proof of claim for the amount and/or classification it deems appropriate. The bar date for filing proofs of claim by any such affected claimants (and no others) is 21 days from the date of this Notice, or June 13, 2014.

---

<sup>1</sup> The Reorganized Debtors comprise the following entities: W. R. Grace & Co., W. R. Grace & Co.-Conn., Darex Puerto Rico, Inc., Dewey and Almy, LLC, Gloucester New Communities Company, Inc., Grace Chemical Company of Cuba, Grace Energy Corporation, Grace Europe, Inc., Grace International Holdings, Inc., Grace PAR Corporation, W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Kootenai Development Company, Remedium Group, Inc. and Water Street Corporation.

Dated: May 23, 2014

KIRKLAND & ELLIS LLP  
Adam C. Paul  
John Donley  
300 North LaSalle Street  
Chicago, IL 60654  
(312) 862-2000

and

THE LAW OFFICES OF ROGER HIGGINS, LLC  
Roger J. Higgins  
1 North Bishop Street  
Suite 14  
Chicago, IL 60607-1823  
(312) 666-0431

and

PACHULSKI STANG ZIEHL & JONES LLP

/s/ James E. O'Neill

Laura Davis Jones (Bar No. 2436)  
James E. O'Neill (Bar No. 4042)  
919 North Market Street, 17th Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705  
(302) 652-4100  
(302) 652-4400

Co-Counsel for the Reorganized Debtors

**EXHIBIT A**

In re **W.R. GRACE & CO.**

Debtor

Case No. **01-01139**

(If known)

**AMENDED SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditor, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J" or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPE OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)**☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order of relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

In re W.R. GRACE & CO.  
Debtor

Case No. 01-01139  
(If known)

☐ **Certain Farmers and Fishermen**

Claims of certain farmers and fishermen, up to a maximum of \$6,150\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,775\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and Other Certain Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9)

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

2 continuation sheets attached

\* Amounts are subject to adjustment on April 1, 2001, and every three years thereafter with respect to cases commenced on or after the date of adjustment

In re **W.R. GRACE & CO.**Case No. **01-01139**

Debtor

(If known)

**AMENDED SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

(Continuation Sheet)

| CREDITOR'S NAME AND<br>MAILING ADDRESS<br>INCLUDING ZIP CODE AND<br>ACCOUNT NUMBER (See<br>instructions Above)   | CODEBTOR                             |  | CONTINGENT   |  |              | AMOUNT<br>ENTITLED TO<br>PRIORITY | AMOUNT NOT<br>ENTITLED<br>TO PRIORITY,<br>IF ANY |
|--|--------------------------------------|--|--------------|--|--------------|-----------------------------------|--|
|  | HUSBAND, WIFE, JOINT<br>OR COMMUNITY | DATE CLAIM WAS<br>INCURRED AND<br>CONSIDERATION FOR<br>CLAIM | UNLIQUIDATED |  |              |                                   |  |
|  |                                      |  | DISPUTED     |  |              |                                   |  |
| AMOUNT OF CLAIM  |                                      |  |              |  |              |                                   |  |
| Vendor No: s180594<br>IDAHO STATE TAX COMMISSION<br>PO BOX 56<br>BOISE, ID 83756-0056                            |                                      | TAXES<br>ID - RAR ADJUSTMENT                                 |              |  | \$12,548.00  | \$12,548.00                       |  |
| Vendor No: s180595<br>MAINE REVENUE SERVICES<br>PO BOX 1064<br>AUGUSTA, ME 04332-1064                            |                                      | TAXES<br>ME- RAR ADJUSTMENT                                  |              |  | \$34,591.34  | \$34,591.34                       |  |
| Vendor No: s180596<br>MONTANA DEPT OF REVENUE<br>PO BOX 8021<br>HELENA, MT 59604-8021                            |                                      | TAXES<br>MT - RAR ADJUSTMENT                                 |              |  | \$80,089.00  | \$80,089.00                       |  |
| Vendor No: s180597<br>NEBRASKA DEPT OF REVENUE<br>PO BOX 94818<br>LINCOLN, NE 68509-4818                         |                                      | TAXES<br>NE - RAR ADJUSTMENT                                 |              |  | \$301,204.00 | \$301,204.00                      |  |
| Vendor No: s180598<br>TAXATION AND REVENUE DEPT<br>PO BOX 25127<br>SANTA FE, NM 87504-5127                       |                                      | TAXES<br>NM - RAR ADJUSTMENT                                 |              |  | \$31,730.96  | \$31,730.96                       |  |
| Vendor No: s180599<br>TAXATION AND REVENUE DEPT<br>PO BOX 25127<br>SANTA FE, NM 87504-5127                       |                                      | TAXES<br>NM - RAR ADJUSTMENT                                 |              |  | \$23,030.76  | \$23,030.76                       |  |
| Vendor No: s180600<br>UTAH STATE TAX COMMISSION<br>210 N 1950<br>W SALT LAKE CITY, UT 84134-0300                 |                                      | TAXES<br>UT - RAR ADJUSTMENT                                 |              |  | \$38,928.00  | \$38,928.00                       |  |
| Vendor No: s180601<br>VERMONT DEPT OF TAXES<br>CORPORATE INCOME TAX<br>133 STATE ST<br>MONTPELIER, VT 05633-1401 |                                      | TAXES<br>VT - RAR ADJUSTMENT                                 |              |  | \$1,100.00   | \$1,100.00                        |  |

In re **W.R. GRACE & CO.**  
DebtorCase No. **01-01139**  
(If known)**AMENDED SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

(Continuation Sheet)

| CREDITOR'S NAME AND<br>MAILING ADDRESS<br>INCLUDING ZIP CODE AND<br>ACCOUNT NUMBER (See<br>instructions Above) |         | CODEBTOR                             |  | CONTINGENT   |          | AMOUNT<br>ENTITLED TO<br>PRIORITY | AMOUNT NOT<br>ENTITLED<br>TO PRIORITY,<br>IF ANY |
|--|---------|--------------------------------------|--|--------------|----------|-----------------------------------|--|
|  |         | HUSBAND, WIFE, JOINT<br>OR COMMUNITY | DATE CLAIM WAS<br>INCURRED AND<br>CONSIDERATION FOR<br>CLAIM | UNLIQUIDATED | DISPUTED |                                   |  |
|  |         |                                      |  |              |          |                                   |  |
| Vendor No:   | s180602 |                                      |  |              |          |                                   |  |
| WEST VIRGINIA STATE TAX DEPT<br>INTERNAL AUDITING DIVISION<br>PO BOX 1202<br>CHARLESTON, WV 25324-1202         |         |                                      | TAXES<br>WV- RAR ADJUSTMENT                                  |              |          | \$41,200.00                       | \$41,200.00                                      |

Sheet no. 4 of 4 sheets attached to Schedule of  
Creditors Holding Unsecured Priority Claims

|       |              |              |  |
|-------|--------------|--------------|--|
| Total | \$564,422.06 | \$564,422.06 |  |
|-------|--------------|--------------|--|